

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 164.
FILED, FEBRUARY 20th, 1964.

RIX-ATHABASCA URANIUM MINES LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1042 dated February 17, 1964

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.

The acquisition of a block of 850,057 shares at 36.55¢ per share by International Bond and Equity Corporation Limited from Rio Algom Mines Limited which, together with proxies from other shareholders, may be sufficient to affect control.

(a) International Bond and Equity Corporation Limited is a private Ontario Company in which the following have more than a 5% interest:

Cyrus S. Eaton, Jr.

Murray Sinclair

Lawrence C. Turnock, Jr.

(b) The proposed change in the officers and the board of directors of the Company resulting from the possible "change in control" in the Company.

2. Head office address and any other office address.

Suite 3110, 25 King Street West, Toronto 1, Ontario.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

Office	Name and Address	Occupation
President and Director	Dr. Duncan R. Derry, Grove Farm, Adamson's Lane, Port Credit, Ontario.	Consulting Geologist
Vice-President, Secretary-Treasurer and Director	Murray Sinclair, Midland-Osler Securities Limited, 1506, 44 King Street West, Toronto 1, Ontario.	Research Director
	1953-1961: Representative of A.E.Ames & Co. 1962 Director of Research, to date: Midland-Osler Securities Limited.	
Director	Peter B. Bell, c/o Edmonds & Bell, Suite 1808, 80 King Street West, Toronto 1, Ontario.	Barrister
Director	Robert G. Crompton, c/o Davidson & Company, 100, 25 Adelaide Street West, Toronto 1, Ontario.	Manager
	1955-1962: Representative of A.E.Ames & Co., 1962 Manager of Research, to date: Davidson & Company. (Partner)	
Director	William Norbert Millar, 48 Castlefrank Road, Toronto 5, Ontario.	Prospector

Has been and is self-employed as a prospector.

9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.

The Company's annual cash flow will be invested in mining syndicates and mining developments subject to Dr. Duncan R. Derry's approval and subject to full disclosure and the acceptance of an Amending Filing Statement by Toronto Stock Exchange.

13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	850,057 shares are held in escrow until acceptance by the Toronto Stock Exchange of an Amending Filing Statement.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	International Bond and Equity Corporation Limited is the beneficial owner of all of the shares referred to in paragraph 1.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	International Bond and Equity Corporation Limited 44 King Street West, Toronto 1,025,057 Myers and Co., St. Alphage House, 2 Fore St., London, E.C.2, England 219,191 J. Richardson & Sons, 173 Portage Ave., Winnipeg, Manitoba 142,250 Strabul Nominees Ltd., 36-38 Cornhill, London E.C.2, England 116,499 Vickers DaCosta & Co., Regis House, King William St., London E.C.4, England 109,490 The Company owns 1,025,057 shares beneficially but the Company does not know whether or not any of the other of the above mentioned shareholders are the beneficial owners of the shares registered in their respective names.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	International Bond and Equity Corporation Limited together with proxies from other shareholders may be in a position to affect control of the Company.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	(a) This Amending Statement is filed pursuant to the rules and regulations of the Toronto Stock Exchange in respect of the matters referred to in Item 1 above, which the Company understands to be classed as a "material change". (b) No shares of the Company are presently in the course of primary distribution to the public, but upon acceptance of this Amending Filing Statement the shares of the Company may then be in the course of primary distribution. (c) There are no other relevant material facts.

DATED February 21, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

RIX-ATHABASCA URANIUM MINES LIMITED

"D.R. Derry"

"M. Sinclair"

[Signature]
President
[Signature]
Secretary-Treasurer

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 165.
FILED, MARCH 5th. 1964.

RIX-ATHABASCA URANIUM MINES LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1942 dated February 17, 1964,
and Amending Filing Statement No. 164 dated February 21, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	The proposed purchase by the Company of 800,000 shares of Torbrit Silver Mines Limited (Non-Personal Liability) from International Bond and Equity Corporation Limited, 44 King Street West, Toronto, at a price of 57¢ per share.									
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td>Upon acceptance of this Amending Filing Statement the assets would include:-</td><td><u>Book Value</u></td><td><u>Market Value</u></td></tr><tr><td>Investors Trust Company deposit receipt maturing Dec.16,1964</td><td>\$275,000</td><td>\$275,000</td></tr><tr><td>800,000 shares Torbrit Silver Mines Limited</td><td>\$456,000</td><td>\$496,000 approx.</td></tr></table>	Upon acceptance of this Amending Filing Statement the assets would include:-	<u>Book Value</u>	<u>Market Value</u>	Investors Trust Company deposit receipt maturing Dec.16,1964	\$275,000	\$275,000	800,000 shares Torbrit Silver Mines Limited	\$456,000	\$496,000 approx.
Upon acceptance of this Amending Filing Statement the assets would include:-	<u>Book Value</u>	<u>Market Value</u>								
Investors Trust Company deposit receipt maturing Dec.16,1964	\$275,000	\$275,000								
800,000 shares Torbrit Silver Mines Limited	\$456,000	\$496,000 approx.								
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Management contract with Rio Algom Mines Limited dated January 3, 1963, terminated as of February 28th, 1964.									
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No other material facts. No shares of the Company are in the course of primary distribution to the public.									

DATED March 3, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"R.G. Crompton" RIX-ATHABASCA URANIUM MINES LIMITED
"M. Sinclair" DIRECTOR
Secretary-Treasurer SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

FINANCIAL STATEMENTS

RIX-ATHABASCA URANIUM MINES LIMITED

Statement of Source and Application of Funds

For the month ended February 29, 1964

FUNDS WERE PROVIDED AS FOLLOWS:

Value of concentrates shipped	<u>\$70,030</u>
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FUNDS WERE APPLIED AS FOLLOWS:

Operating loss	8,229
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Exploration and development expenditure	36,992
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Increase in supplies and other assets	195
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45,416

Increase in working capital	<u>\$24,614</u>
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	January 31, 1964	February 29, 1964
Current assets	\$894,777	\$918,041
Current liabilities	<u>26,724</u>	<u>25,374</u>
Working capital	<u>\$868,053</u>	<u>\$892,667</u>

Increase in working capital	<u>\$24,614</u>
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Note: The above does not include value of broken ore underground and on surface stockpile estimated at \$105,000 after allowance for the balance of costs to be incurred.

M:AF:bmh

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1042.

FILED, FEBRUARY 20th. 1964.

RIX-ATHABASCA URANIUM MINES LIMITED

Full corporate name of Company

Incorporated in the Province of Ontario on February 21, 1950

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953)

(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous

Filing Statement No. 120.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Sale to International Bond and Equity Corporation by Rio Algom Mines Limited of 850,052 shares at 36.55¢ per share, which may be sufficient materially to affect control.
2. Head office address and any other office address.	335 Bay Street, Toronto, Ontario
3. Names, addresses and chief occupations for the past five years of present or previous officers and directors.	See Schedules "A" and "B" on page 3.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 4,000,000 shares of \$1.00 par value Issued and outstanding - 4,000,000 shares of \$1.00 par value
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None - but see 1. above

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Nil
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company's future development plans will be a matter for decision of the Board of Directors. No immediate sale of treasury shares is contemplated.
10. Brief statement of company's chief development work during past year.	Development of ore bodies with silver content at Cobalt, Ontario, under lease from United Cobalt Mines Limited.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Nil
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Nil
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Nil
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Nil
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Rio Algom Mines Limited, 335 Bay St., Toronto 850,057 Myers and Co., St. Alphage House, 2 Fore St., London E.C.2, England 219,191 J. Richardson & Sons, 173 Portage Ave., Winnipeg, Man. 142,250 Strabul Nominees Ltd., 36-38 Cornhill, London E.C.2, England 116,499 Vickers DaCosta & Co., Regis House, King William St., London E.C.4, England 109,490 The Company owns 850,057 shares beneficially but it does not know whether any of the other shares listed above are beneficially owned by the above mentioned shareholders.

RIX-ATHABASCA URANIUM MINES LIMITED

SCHEDULE "A"

OFFICERS

<u>Name</u>	<u>Office Held</u>	<u>Address</u>
William Henry Bouck One of Her Majesty's Counsel	President	R.R. No. 1 DOWNSVIEW, ONTARIO
Ronald Daniel Lord Mining Engineer	Vice-President & Managing Director	51 Heathcote Avenue WILLOWDALE, ONT.
George Baker Chartered Accountant	Secretary	107 Stratford Crescent TORONTO, ONT.
Donald Allen Macfarlane Chartered Accountant	Treasurer	17 Lichen Place DON MILLS, ONT.
George Alexander Roy Accountant	Assistant Treasurer	1027 Willowdale Avenue WILLOWDALE, ONT.
Gordon Randle Devey Chartered Accountant	Assistant Secretary	17 Lascelles Blvd. Apt. 1710, TORONTO, ONT.

DIRECTORS

	<u>Occupation</u>	
John Black Aird	Barrister-at-Law	2 Glenallen Road TORONTO, ONT.
William Henry Bouck	One of Her Majesty's Counsel	R.R. No. 1 DOWNSVIEW, ONT.
Duncan Ramsay Derry	Geologist	Grove Farm Adamson's Lane PORT CREDIT, ONT.
Ronald Daniel Lord	Mining Engineer	51 Heathcote Avenue WILLOWDALE, ONT.
William Norbert Millar	Prospector	48 Castlefrank Road TORONTO, ONT.

SCHEDULE "B"

CHIEF OCCUPATIONS OF OFFICERS AND DIRECTORS

John Black Aird, Barrister-at-Law, has practiced as a partner in the firm of Edison, Aird and Berlis, Toronto, Ontario.

William Henry Bouck, One of Her Majesty's Counsel, has practiced as a partner in the firm of Bouck, Hetherington, Fallis & Douglas, Toronto, Ontario.

Ronald Daniel Lord, Mining Engineer, has been Managing Director of Milliken Uranium Mines Limited (until June, 1960), Rix-Athabasca Uranium Mines Limited and Preston Mines Limited, and in 1960 was appointed General Manager of Mining (Copper) of Rio Algom Mines Limited, which positions he now holds.

George Baker, Chartered Accountant, was Secretary of The Rio Tinto Mining Company of Canada Limited, and its associated companies, including Rio Algom Mines Limited (June, 1960), which positions he now holds.

Donald Allen Macfarlane, Chartered Accountant, was Treasurer of Algom Uranium Mines Limited, and associated mining companies to June, 1960 when he became Assistant Treasurer of Rio Algom Mines Limited and Treasurer of other associated companies, including Rix-Athabasca Uranium Mines Limited.

George Alexander Roy, Accountant, was Assistant Treasurer of Pronto Uranium Mines Limited (until June, 1960), Rix-Athabasca Uranium Mines and Preston Mines Limited, which latter positions he still holds.

William Norbert Millar, Prospector, has been and is self-employed as a prospector.

FINANCIAL STATEMENTS

RIX-ATHABASCA URANIUM MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

Balance Sheet as at January 31, 1964
(subject to audit)

ASSETS		LIABILITIES AND SHAREHOLDERS' EQUITY	
CURRENT ASSETS		CURRENT LIABILITIES	
Cash	\$ 4,369	Accounts payable and accrued liabilities	\$ 26,724
Short term deposits - at cost	525,000		
Settlements receivable	214,541	SHAREHOLDERS' EQUITY	
Other accounts receivable	5,367	Capital stock -	
Government of Canada bonds - at cost (quoted market value - \$148,650)	145,500	Authorized and issued -	\$4,000,000
		4,000,000 shares of \$1 par value	845,001
		Discount thereon	3,154,999
			1,780,642
			1,374,357
FIXED ASSETS (Note 1)			
Plant and equipment - at cost	679,714		
Less amortization	679,714		
OTHER ASSETS			
Exploration and development expenditure (net) - Cobalt (Note 2)	417,064		
Supplies - at lower of cost or estimated value	20,997		
Prepaid expense and deferred charges	41,440		
Investment in debentures of Uranium City, Saskatchewan - at cost	26,803		
	506,304		

NOTES:

(1) Fixed Assets:

Although the total cost of plant and equipment has been written off in prior years, the Company has in force fire insurance coverage of \$250,000 on machinery and equipment at Waterways, Alberta and Cobalt, Ontario.

(2) Cobalt project:

At January 31, 1964, the Company had broken ore underground and in a surface stockpile with an estimated recoverable value of \$123,000. This amount has not been reflected in the Company's accounts.

APPROVED

Director

Director

\$1,401,081

\$1,401,081

RIX-ATHABASCA URANIUM MINES LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
YEAR 1963 and MONTH ENDED JANUARY 31, 1964

Funds were applied as follows:

Operating loss	\$13,651
Exploration and development expenditure (net)	<u>20,821</u>
	34,472

Funds were provided as follows:

Decrease (net) in supplies and other assets	<u>3,368</u>
Decrease in working capital	<u>\$31,104</u>

	<u>December 31, 1962</u>	<u>January 31, 1964</u>
Current assets	\$919,190	\$894,777
Current liabilities	<u>20,033</u>	<u>26,724</u>
Working capital	<u>\$899,157</u>	<u>\$868,053</u>
Decrease in working capital in the period		<u>\$31,104</u>

DAM:bmh
Feb.21/64

16. Names and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The shares referred to in 1. above being sold by Rio Algom Mines Limited, 335 Bay Street, Toronto, to International Bond and Equity Corporation Limited, 44 King Street West, Toronto, may materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Investors Trust Company deposit receipt maturing December 16, 1964 Book Value \$500,000 Market Value \$500,000
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	1. Agreement dated June 14, 1960, as amended on June 27, 1960 and August 17, 1960 with United Cobalt Mines Limited (NPL) and others for lease of a silver property at Cobalt, Ontario with the object of bringing it to production and an option to purchase in certain circumstances. 2. Management contract with Rio Algom Mines Limited dated January 3, 1963, terminable at one month's notice.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	None except as referred to in Notes 1 and 2 to the Balance Sheet attached. No shares of the Company are in the course of primary distribution to the public.

CERTIFICATE OF THE COMPANY

DATED February 17, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

RIX-ATHABASCA URANIUM MINES LIMITED
"W.H. Bouck" _____
"G. Baker" _____

CORPORATE
SEAL

President
Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

